

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4675
Richard L. Wynne (RW 5630)
Bennett L. Spiegel (BS 7153)

-and-

777 South Figueroa Street
Los Angeles, California 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500
Melissa D. Ingalls (*admitted pro hac vice*)
Erin Brady (*admitted pro hac vice*)
Laura A. Thomas (*admitted pro hac vice*)

Attorneys for The Non-Agent Lenders

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ADELPHIA RECOVERY TRUST,

Plaintiff,

v.

BANK OF AMERICA, N.A., et al.,

Defendants.

No. 05-CV-9050 (LMM)

**JOINDER OF THE STATE OF SOUTH DAKOTA RETIREMENT SYSTEM NON-
AGENT LENDER IN THE NON-AGENT LENDERS' MOTIONS AND MEMORANDA
OF LAW IN SUPPORT OF THEIR MOTIONS TO DISMISS PLAINTIFFS' AMENDED
COMPLAINT**

Defendant the State of South Dakota Retirement System ("SDRS") by and through its attorneys, Kirkland & Ellis LLP, hereby join in:¹ (1) Non-Agent Lenders' Consolidated Notice of Motions and Motions to Dismiss Plaintiffs' Amended Complaint; (2) The CCH Non-Agent

¹ Due to Plaintiffs extensive use of "John Doe" defendants, SDRS — in an abundance of caution — responds in relation to all six prepetition credit facilities, to the extent the arguments in each motion are applicable to SDRS.

Lenders' Memorandum of Law In Support of their Motion to Dismiss Counts 5, 6, 7, 8, 33, 41, and 50 of Plaintiffs' Amended Complaint (Non-Agent Lenders' Motion to Dismiss No. 1 of 6); (3) The Olympus Non-Agent Lenders' Memorandum of Law in Support of their Motion to Dismiss Counts 9, 10, 11, 12, 33, 42, and 51 of Plaintiffs' Amended Complaint (Non-Agent Lenders' Motion to Dismiss No. 2 of 6); (4) The UCA/HHC Non-Agent Lenders' Memorandum of Law in Support of their Motion to Dismiss Counts 1, 2, 3, 4, 33, and 52 of Plaintiffs' Amended Complaint (Non-Agent Lenders' Motion to Dismiss No. 3 of 6); (5) The Parnassos Non-Agent Lenders' Memorandum of Law in Support of their Motion to Strike Count 33 and Dismiss Count 44 of Plaintiffs' Amended Complaint (Non-Agent Lenders' Motion to Dismiss No. 4 of 6); (6) The FrontierVision Non-Agent Lenders' Memorandum of Law in Support of their Motion to Strike Count 33 and Motion to Dismiss Count 49 of Plaintiffs' Amended Complaint (Non-Agent Lenders' Motion to Dismiss No. 5 of 6); (7) The Century-TCI Non-Agent Lenders' Memorandum of Law in Support of their Motion to Dismiss Counts 13, 14, 15, 16, 33, and 43 of Plaintiffs' Amended Complaint (Non-Agent Lenders' Motion to Dismiss No. 6 of 6); and (8) the consolidated Request for Judicial Notice and Joint Appendix of Exhibits in support of the Non-Agent Lenders' Motions to Dismiss the Amended Complaint, all dated December 21, 2007, and incorporate by reference the grounds for dismissal set forth therein. SDRS expressly reserves the right to raise the defense of Sovereign Immunity under the 11th Amendment to the United States Constitution, to the extent it is applicable to these claims.

SDRS respectfully requests that the Court grant the relief requested in the Non-Agent Lenders' motions to dismiss and dismiss all counts as against SDRS.

Dated: January 22, 2008

/s/ Richard L. Wynne
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4675
Richard L. Wynne (RW 5630)
Bennett L. Spiegel (BS 7153)

-and-

777 South Figueroa Street
Los Angeles, California 90017
Telephone: (213) 680-8400
Facsimile: (213) 680-8500
Melissa D. Ingalls (*admitted pro hac vice*)
Erin Brady (*admitted pro hac vice*)
Laura Thomas (*admitted pro hac vice*)

Attorneys for The Non-Agent Lenders